

EXHIBIT A

Marshall C. Turner, Esq.
HUSCH BLACKWELL LLP
190 Carondelet Plaza, Suite 600
St. Louis, Missouri 63105
Telephone: 314.480.1768
Facsimile: 314.480.1505
E-mail: marshall.turner@huschblackwell.com

Hearing Date: February 4, 2019 at 10:00 a.m.

Caleb T. Holzaepfel, Esq.
Admitted pro hac vice
HUSCH BLACKWELL LLP
736 Georgia Avenue, Suite 300
Chattanooga, Tennessee 37402
Telephone: 423.755.2654
Facsimile: 423.266.5499
Email: caleb.holzaepfel@huschblackwell.com

Attorneys for Seven Springs Limited Partnership

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION	:	
<i>et al.,</i>	:	Case No. 18-23538 (RDD)
	:	
Debtors¹	:	(Jointly Administered)
	:	Related to Docket No: 1731, 1774
-----X	:	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**SEVEN SPRINGS LIMITED PARTNERSHIP'S OBJECTION TO
DEBTOR'S CURE NOTICE**

Seven Springs Limited Partnership, landlord, creditor, and party-in-interest in the above-captioned jointly-administered bankruptcy cases ("Seven Springs"), hereby submits its limited objection (the "Objection") to Debtors' *Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* [Docket No. 1731].

Jurisdiction

1. This Court has jurisdiction pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this Court pursuant to 28 §§ 1408 and 1409.

2. On October 15, 2018 ("Petition Date"), Sears Holdings Corporation and several of its affiliates, including Kmart Corporation, filed voluntary petitions under Chapter 11 of the Bankruptcy Code.

3. Upon information and belief, the Debtors are operating their business and managing their properties as debtors-in-possession pursuant to Section 1107(a) and 1108 of the Bankruptcy Code.

4. Prior to the Petition Date, Seven Springs entered into that certain Lease dated January 23, 1976, as amended, with Debtor Kmart Corporation (the "Lease") for the occupation and use of certain real property premises location in S. Lake Tahoe, California, known as Kmart #9153 (the "Premises").

5. The Lease is a lease "of real property in a shopping center" as that term is used in Section 365(b)(3). *See In re Joshua Slocum LTD*, 922 F.2d 1081 (3d. Cir. 1990).

6. On November 1, 2018, Debtors filed their *Motion for Approval of Global Bidding Procedures* [Docket No. 429].

7. On November 19, 2018, the Court entered its *Order Approving Global Bidding Procedures and Granting Related Relief* (the “Global Bidding Procedures Order”) [Docket No. 816] (the “Bidding Procedures Order”).

8. On January 18, 2019, Debtors filed their *Notice of Successful Bidder and Sale Hearing* [Docket No. 1730] naming the Buyer the winning bidder for the Global Assets (as defined in the *Bidding Procedures Order*) (the “Proposed Global Asset Sale”).

9. The Proposed Global Asset Sale contemplates possible assumption and assignment of the Lease.

10. On January 18, 2019, Debtors filed their *Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* [Docket No. 1731] (the “First Cure Notice”).

11. On January 24, 2018, Debtors filed their *Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* [Docket No. 1774] (the “Supplemental Cure Notice,” and together with the First Cure Notice, the “Cure Notice”).

12. Debtors unstated the cure amount for the Lease in the Cure Notice.

CURE CLAIM OBJECTION

13. Section 365(b) provides in pertinent part as follows:

(b)(1) If there has been a default in an executory contract or unexpired lease of the debtor, the trustee may not assume such contract or lease unless, at the time of assumption of such contract or lease, the trustee—

(A) cures, or provides adequate assurance that the trustee will promptly cure, such default...;

(B) compensates, or provides adequate assurance that the trustee will promptly compensate, a party other than the debtor to such contract or lease, for any actual pecuniary loss to such party resulting from such default; and
(C) provides adequate assurance of future performance under such contract or lease.

11 U.S.C. § 365(b)(1).

14. Section 365(b)(1) includes compensation to landlords for sums incurred for attorneys' fees and expenses. The Lease provides for recovery of attorneys' fees and expenses. Seven Springs hereby objects to assumption of the Lease listed in the Cure Notice absent payment of Seven Springs' attorneys' fees and expenses.

15. As of the date of this Objection, Seven Springs objects to the cure amounts proposed for the Lease that appears in the Cure Notice. Seven Springs herein reserves the right to file a supplementary cure objection regarding the Lease.

TABLE 1:

Debtor Store Number	Property Location	Debtor Proposed Cure Amounts	Lease Cure Amount ²	Attorneys' Fees	Total Cure Amount
#9513	S. Lake Tahoe, CA	\$47,533.00	\$61,081.91	\$750.00	\$61,831.91

16. Seven Springs further objects to the assumption of the Leases absent payment of all cure amounts owed thereunder through the effective date of assumption, including any amounts that will become due or be invoiced on or after January 24, 2019 (including, but not limited to, additional amounts, not yet known, that accrued following January 24, 2019, such as

² The cure amounts specified in this chart do not reflect any amounts that will become due or be invoiced on or after the date of this Objection, or attorneys' fees and costs, and Seven Springs reserves all of its rights with respect thereto. Seven Springs further avers that additional amounts, not yet known, may be due with regard to calendar year 2018 or 2019, such as year-end adjustments to various items including, but not limited to, real estate taxes, common area maintenance, percentage rent and insurance. Seven Springs further reserves all rights with respect thereto.

year-end adjustments to various items including, but not limited to, real estate taxes, common area maintenance, percentage rent and insurance), as well as attorneys' fees and costs.

JOINDER

17. In addition to the foregoing, Seven Springs further joins in the objections filed by Debtors' other landlords to the extent that such objections are not inconsistent with the relief requested in this Objection.

RESERVATION OF RIGHTS

18. Seven Springs hereby reserves its rights to make such other and further objections as may be appropriate, including, but not limited to, objections regarding adequate assurance of future performance under Section 365.

CONCLUSION

19. For the reasons set forth above, Seven Springs respectfully requests that this Court (i) sustain this Objection; (ii) require that any order authorizing the assumption of the Lease affirmatively require Debtors to pay all amounts accrued but not yet billed following January 24, 2019, including attorneys' fees and expenses; and (iii) grant Seven Springs such further relief as it deems proper.

Dated: January 25, 2019

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Respectfully Submitted,

HUSCH BLACKWELL LLP

/s/ Caleb T. Holzaepfel

Caleb T. Holzaepfel (*admitted pro hac vice*)

736 Georgia Avenue, Suite 300

Chattanooga, TN 37402

Telephone: (423) 755-2654

Facsimile: (423) 266-5499

Caleb.Holzaepfel@huschblackwell.com

- and -

Marshall C. Turner, NY Bar #4003208

190 Carondelet Plaza, Suite 600

St. Louis, Missouri 63105

Telephone: 314.480.1768

Facsimile: 314.480.1505

Email: marshall.turner@huschblackwell.com

Attorneys for Seven Springs Limited Partnership

CERTIFICATE OF SERVICE

I hereby certify that on the 25th day of January 2019, I caused a copy of the foregoing to be served by electronic means through the ECF system to all registered ECF participants on the creditor matrix (attached as **Exhibit A** hereto) as well as by e-mail on the following parties:

Rob Riecker (rob.riecker@searshc.com); Luke Valentino (luke.valentino@searshc.com); Mohsin Meghji (mmeghji@miiipartners.com)	Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153 (Attn: Ray C. Schrock, P.C. (ray.schrock@weil.com); Jacqueline Marcus, Esq. (jacqueline.marcus@weil.com); Garrett A. Fail, Esq. (garrett.fail@weil.com); Sunny Singh, Esq. (sunny.singh@weil.com)
Lazard Frères & Co., LLC 30 Rockefeller Plaza New York, New York 10112 Attn: Brandon Aebersold and Levi Quaintance (project.blue.rx@lazard.com)	Kunal S. Kamlani: kunal@eslinvest.com Harold Talisman: harold@eslinvest.com
Paul Leake, Esq.: Paul.Leake@skadden.com Shana Elberg, Esq.: Shana.Eiberg@skadden.com George Howard, Esq.: George.Howard@skadden.com	Christopher E. Austin, Esq.: caustin@cgsh.com Benet J. O'Reilly, Esq.: boreilly@cgsh.com Sean A. O'Neal, Esq.: soneal@cgsh.com
Kevin J. Simard, Esq.: ksimardachoate.com Jonathan D. Marshall, Esq.: jmarshall@choate.com	Ira S. Dizengoff, Esq. : idizengoff@akingump.com Philip C. Dublin, Esq.: pdublin@akingump.com Abid Qureshi, Esq.: aqureshi@akingump.com Sara L. Brauner, Esq.: sbrauner@akingump.com

And Via First Class Mail to:

Transform Holdco, LLC
c/o ESL Partners, Inc.
Attention: Kunal S. Kamalani and Harold Talisman
1170 Kane Concourse, Suite 200
Bay Harbor Islands, FL 33154

Sears Holdings Corporation
Attn: General Counsel
3333 Beverly Road
Hoffman Estates, IL 60179

Weil, Gotshal & Manges LLP
Attention: Ray C. Schrock, P.C.,
Ellen J. Odoner, Gavin Westerman
and Sunny Singh
767 Fifth Avenue
New York, New York 10153

Cleary Gottlieb Steen & Hamilton LLP
Attention: Christopher E. Austin,
Benet J. O'Reilly and Sean A. O'Neal
One Liberty Plaza
New York, NY 10006

/s/ Caleb T. Holzaepfel
Caleb T. Holzaepfel

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In re: Sears Holdings Corporation, et al.
Master Service List
Case No. 18-23538 (RDO)

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Proposed Counsel to Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner	One Bryant Park		New York	NY	10036		212-872-1000	212-872-1002	idizengoff@akingump.com pdublin@akingump.com aquireshi@akingump.com sbrauner@akingump.com
Attorneys for Aldine Independent School District	Aldine Independent School District	Attn: Pamela H. Walters, Johnetta Lang	2520 W.W. Thorne Drive		Houston	TX	77073		281-985-6319	281-985-6321	bnkatty@aldineisd.org
As Agent Bayview Loan Servicing, LLC, the Bank of New York Mellon FKA the Bank of New York	Aldridge Pitts, LLP	Attn: Jenelle C. Arnold	4375 Jutland Drive, Suite 200	P.O. Box 17933	San Diego	CA	92177-0933				jarnold@aldridgepitts.com
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Attn: James J. Vincesquerra	90 Park Avenue		New York	NY	10016-1387		212-210-9400	212-210-9444	James.Vincesquerra@alston.com
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Attn: Leib M. Lerner	333 South Hope Street	16th Floor	Los Angeles	CA	90071		213-576-1000	213-576-1100	leib.lerner@alston.com
Counsel to Sayville Menlo, LLC	Ansell Grimm & Aaron, P.C.	Attn: Anthony J. D'Artiglio, Esq.	365 Rifle Camp Road		Woodland Park	NJ	07424		973-925-7357		ajd@ansellgrimm.com
Counsel to the Local Texas Tax Authorities	Ansell Grimm & Aaron, P.C.	Attn: Anthony J. D'Artiglio, Joshua S. Bauchner	365 Rifle Camp Road		Woodland Park	NJ	07424		973-925-7357		ajd@ansellgrimm.com
Counsel to Community Unit School District 300	Archer & Greiner, P.C.	Attn: Allen G. Kadish, Lance A. Schildkraut	630 Third Avenue		New York	NY	10017		212-682-4940		akadish@archerlaw.com lschildkraut@archerlaw.com
Counsel to Rare Hospitality Management, LLC, Rare Hospitality International, Inc., Cheddars Casual Café, Inc., and Darden Restaurants, Inc.	Arent Fox LLP	Attn: Andrew I. Siffen, Beth Brownstein	1301 Avenue of the Americas	Floor 42	New York	NY	10019		212-484-3900	212-484-3990	andrew.siffen@arentfox.com beth.brownstein@arentfox.com
Counsel for AT&T and Turner Broadcasting Sales, Inc.	Arnold & Porter Kaye Scholer LLP	Attn: Brian J. Lohan, Esq., Ginger Clements, Esq.	70 West Madison Street	Suite 4200	Chicago	IL	60602		312-583-2403	312-583-2360	brian.lohan@arnoldporter.com ginger.clements@arnoldporter.com
Counsel to Shinn Fu Company of America, Inc.	Ashford - Schael LLC	Attn: Courtney A. Schael, Esq.	100 Quimby Street	Suite 1	Westfield	NJ	07090		908-232-5566	908-728-3113	CSchael@AshfordNJlaw.com
Counsel to City Choice Limited	ASK LLP	Attn: Edward E. Neiger, Jennifer A. Christian	151 West 46th Street	4th Floor	New York	NY	10036		212-267-7342	212-918-3427	eneiger@asklp.com jchristian@asklp.com
Counsel for AT&T and Turner Broadcasting Sales, Inc. Interested Party	AT&T Services Legal Department Austin Enterprises, LP	Attn: James W. Grudus, Esq.	One AT&T Way 5108 E. Clinton Way	Room 3A115 Ste. 109	Bedminster	NJ	07921		908-234-3318	832-213-0157	jg5786@att.com mcuellar45@austinterpriseslp.com
Counsel to American Greetings Corporation	Baker & Hostetler LLP	Attn: Eric R. Goodman	Key Tower	127 Public Square, Suite 2000	Cleveland	OH	44114		216-621-0200	216-696-0740	egoodman@bakerlaw.com
Counsel to American Greetings Corporation	Baker & Hostetler LLP	Attn: Ferve Khan	45 Rockefeller Plaza		New York	NY	10111		212-589-4200	212-589-4201	fkhan@bakerlaw.com
Counsel to Brixmor Property Group, Inc. and Federal Realty Investment Trust	Ballard Spahr LLP	Attn: David L. Pollack	52nd Floor - Mellon Bank Center	1735 Market Street	Philadelphia	PA	19103		215-864-8325	215-864-9473	pollack@ballardspahr.com
Counsel to The Macerich Company, Starwood Retail Partners, LLC, Acadia Realty Limited Partnership, C.E. John Company, Inc., Centennial Real Estate Co., CenterCal Properties, LLC, GS Pacific ER, LLC, PGIM Real Estate, Vintage Real Estate, LLC, WBCMT 2007-C33 Independence Center, LLC, and White Plains Galleria Limited Partnership	Ballard Spahr LLP	Attn: Dustin P. Branch	2029 Century Park East	Suite 800	Los Angeles	CA	90067-2909		424-204-4400	424-204-4350	branchd@ballardspahr.com
Counsel to Federal Realty Investment Trust, Acadia Realty Limited Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-C33 Independence Center LLC, Starwood Retail Partners LLC, Kravco Company, Brixmor Property Group, Inc., Centennial Real Estate Co., CenterCal Properties, LLC, C.E. Johns Company, Inc., GEM Realty Capital, Inc., GS Pacific ER, LLC, The Macerich Company, Vintage Real Estate, LLC, and White Plains Galleria Limited Partnership	Ballard Spahr LLP	Attn: Leslie C. Hellman, Matthew G. Summers	919 N. Market Street	11th Floor	Wilmington	DE	19801		302-252-4465		hellmanl@ballardspahr.com summersm@ballardspahr.com
Counsel to C.J. Segerstrom & Sons, S-Tract LLC and FBA Holdings, Inc.	Ballard Spahr LLP	Attn: Paul E. Harner, Alyssa E. Kutner	1675 Broadway	19th Floor	New York	NY	10019-5820		646-346-8020	212-223-1942	harnerp@ballardspahr.com kutnera@ballardspahr.com
Counsel to Aviation Mail NewCo, LLC, Holyoke Mail Company, L.P., JPMG Manassas Mail Owner LLC, Roughkeepsie Galleria LLC, Salmon Run Shopping Center, L.L.C., S&R Company of West Seneca NewCo, LLC, Washington Commons NewCo, LLC, and DGI LS, LLC, Light 125 James West LLC, Shillington Plaza LLC	Barclay Damon LLP	Attn: Kevin M. Newman	Barclay Damon Tower	125 East Jefferson Street	Syracuse	NY	13202		315-413-7115	315-703-7349	knewman@barclaydamon.com
Counsel to Retail Opportunity Investments Corp.	Bayard, P.A.	Attn: Evan T. Miller	600 N. King Street	Suite 400	Wilmington	DE	19801		302-655-5000	302-658-6395	emiller@bayardlaw.com
Counsel to BICO Associates GP	Beard & Savory, PLLC	Attn: Russell W. Savory	319 South Main Street	Suite 500	Memphis	TN	38103		901-523-1110	901-523-1139	russ@bsavory.com
Counsel to M&G Jewelers, Inc.	Bell Nunnally & Martin LLP	Attn: Russell W. Mills, R. Kent Love	2323 Ross Avenue	Suite 1900	Dallas	TX	75201		214-740-1400	214-740-1499	rllove@bellnunnally.com
Counsel to PREP Hanover Real Estate LLC	Benesch, Friedlander, Coplan & Aronoff LLP	Attn: Michael J. Barrie, Kevin M. Capuzzi	222 Delaware Avenue	Suite 801	Wilmington	DE	19801		302-442-7010	302-442-7012	mbarrie@beneschlaw.com kcapuzzi@beneschlaw.com
Counsel to MIDAMCO, an Ohio Limited Partnership	Benesch, Friedlander, Coplan & Aronoff LLP	Attn: William E. Schonberg, Esq.	200 Public Square	Suite 2300	Cleveland	OH	44114		216-363-4500	216-363-4588	wschonberg@beneschlaw.com
Counsel to salesforce.com, Inc., Oath (Americas) Inc.	Blalson, Bergen & Schwab	Attn: Lawrence M. Schwab, Thomas M. Gaa	633 Menlo Ave.	Suite 100	Menlo Park	CA	94025		650-857-9500	650-494-2738	Tgaa@bbslaw.com
Counsel to Wilshire Investments, LLC (formerly known as Wilshire Business Center, a California General Partnership)	Blinder & Malter LLP	Attn: Michael W. Malter, Julie H. Rome-Banks	2775 Park Avenue		Santa Clara	CA	95050		408-295-1700	408-295-1531	michael@bindermalter.com julie@bindermalter.com

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In re: Searchlight Holdings Corporation, et al.
Master Service List
Case No. 18-23538 (RDO)

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Counsel to Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenwich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Attn: Jeffrey Rhodes	1825 Eye Street NW		Washington	DC	20006		202-420-3150	202-379-9367	JRhodes@BlankRome.com
Counsel to Hanise Co. Ltd., Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenwich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Attn: Stanley B. Tarr, Evan J. Zucker	The Chrysler Building	405 Lexington Avenue	New York	NY	10174		212-885-5000	212-885-5001	Tarr@BlankRome.com EZucker@BlankRome.com
Counsel to Sub-Zero Group, Inc., Sub-Zero Group West Inc., Sub-Zero Group Southwest LLC, Sub-Zero Group Southeast, Inc., Kenney Manufacturing Company	Borges & Associates, LLC	Attn: Wanda Borges, Esq., Sue L. Chin, Esq.	575 Underhill Blvd.	Suite 118	Syosset	NY	11791		516-677-8200x224	516-677-0806	bankruptcy@borgeslawllc.com wborges@borgeslawllc.com schin@borgeslawllc.com
Counsel to iStar Jewelry LLC	Brach Eichler LLC	Attn: Anthony M. Rainone	101 Eisenhower Parkway		Roseland	NJ	07068-1067		973-228-5700	973-618-5972	arainone@bracheichler.com
Counsel to Brookfield Property REIT Inc., as Agent	Brookfield Property REIT Inc.	Attn: Kristen N. Pate	350 N. Orleans St.	Suite 300	Chicago	IL	60654-1607		312-960-2940	312-442-6374	
Counsel to SAP Industries, Inc., SAP America, Inc., Sybase, Inc., Ariba, Inc., and Concur Technologies, Inc.	Brown & Connery, LLP	Attn: Julie F. Montgomery, Esq.	6 North Broad Street	Suite 100	Woodbury	NJ	08096		856-812-8900	856-853-9933	jmontgomery@brownconnery.com
BST International Fashion Ltd.	BST International Fashion Ltd.	Attn: A.R. Shrinivasan	Managing Director		39 Wang Kwong Rd, Ste 2301B, Skyline Tower, Kowloon Bay	Kowloon	Hong Kong	China			
Counsel to The Realty Associates Fund X, L.P.	Buchalter, A Professional Corporation	Attn: Paul M. Weister	16435 North Scottsdale Road	Suite 440	Scottsdale	AZ	85254-1754		480-383-1800	480-824-9400	pweiser@buchalter.com
Counsel to Oracle America, Inc.	Buchalter, A Professional Corporation	Attn: Shawn M. Christianson	55 Second Street	17th Floor	San Francisco	CA	94105-3493		415-227-0900	415-227-0770	christianson@buchalter.com
Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical, Inc.	Buchanan Ingersoll & Rooney PC	Attn: Christopher P. Schueller	640 5th Avenue	9th Floor	New York	NY	10019		212-440-4400	212-440-4401	christopher.schueller@bipc.com
Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical, Inc.	Buchanan Ingersoll & Rooney PC	Attn: Christopher P. Schueller, Terry A. Shulsky, Tyler S. Dischinger	One Oxford Centre	301 Grant Street, 20th Floor	Pittsburgh	PA	15219-1410		412-562-8800	412-562-1041	terry.shulsky@bipc.com tyler.dischinger@bipc.com
Counsel to Argonaut Insurance Company	Cadwalader, Wickersham & Taft LLP	Attn: Eric G. Waxman III, Anthony De Leo	200 Liberty St.		New York	NY	10281			212-504-6666	Eric.Waxman@cwt.com Anthony.DeLeo@cwt.com
Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's Square Company dba Governor's Square Mall, Huntington Mall Company dba Huntington Mall, Meadowbrook Mall Company dba Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall, the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall Company dba Spotsylvania Towne Centre and Howland Commons, LLC dba Howland Commons	Cafaro Management Company	Attn: Richard T. Davis	5577 Youngstown-Warren Rd.		Niles	OH	44446		330-747-2661	330-743-2902	rdavis@cafarocompany.com
Counsel to SHLD Lendco, LLC	Cahill Gordon & Reindel LLP	Attn: Joel H. Levitin, Richard A. Stieglitz Jr.	Eighty Pine Street		New York	NY	10005		212-701-3000	212-269-5420	jlevitin@cgrr.com rstieglitz@cgrr.com
Counsel to 14 Oaks Associates, LLC	Carmody MacDonald P.C.	Attn: Sarah J. Klebolt, Esq.	120 South Central Avenue	Ste. 1800	St. Louis	MO	63105		314-854-8600	314-854-8660	sjk@carmodymacdonald.com
Local Counsel to BH North American Corporation	Carter Conboy Case Blackmore Maloney & Laird, P.C.	Attn: Michael J. Catalfimo, Esq., John R. Canney, IV, Esq.	20 Corporate Woods Blvd.	Suite 500	Albany	NY	12211		518-465-3484	518-465-1843	mcatalfimo@carterconboy.com
Counsel to the Bank of New York Mellon Trust Company and the Chase Manhattan Bank, N.A., Successor Trustees for the SRAC Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC Unsecured Notes, and the SRAC Medium Term Notes (Top 5 Secured Creditor)	Carter Ledyard & Milburn LLP	Attn: James Gadsden, Esq.	2 Wall Street		New York	NY	10005		212-238-8607	212-732-3232	gadsden@clm.com banksruptcy@clm.com denis.roemelein@bnymellon.com
Counsel to ZG Apparel Group LLC, Studio 1 Div. of Shazdeh Fashions and The Urban Company	Certilman Balin Adler & Hyman, LLP	Attn: Richard J. McCord, Esq., Robert D. Nosek, Esq.	90 Merrick Avenue		East Meadow	NY	11554		516-296-7000	516-296-7111	rmccord@certilmanbalin.com rnosek@certilmanbalin.com
United States Bankruptcy Court for the Southern District of New York	Chambers of Honorable Robert D. Drain	Sears Chambers Copy	US Bankruptcy Court SDNY	300 Quarropas Street, Room 248	White Plains	NY	10601		914-467-7250		appleby@chapman.com wilamowsky@chapman.com
Counsel to WSSR, LLC	Chapman and Cutler LLP	Attn: Laura E. Appleby, Steven Wilamowsky	1270 Avenue of the Americas		New York	NY	10020		212-655-2532	212-655-3332	
Counsel to Cardinal Health 110, LLC, Cardinal Health 112, LLC, and Cardinal Health PR 120, Inc., subsidiaries and affiliates of Cardinal Health, Inc., an Ohio Corporation, Top 20 Unsecured Creditor	Chiesa Shahinian & Giantomasi PC	Attn: Beth J. Rotenberg, Scott A. Zuber	One Boland Drive		West Orange	NJ	07052		973-530-2118, 973-530-2046	973-530-2318, 973-530-2246	brotenberg@csglaw.com szuber@csglaw.com
Counsel to Wells Fargo Bank, National Association	Choate, Hall & Stewart LLP	Attn: Kevin J. Simard, Jonathan D. Marshall	Two International Place		Boston	MA	02110		617-248-5000	617-248-4000	ksimard@choate.com jmarshall@choate.com hchoi@choiandpark.com cpark@choiandpark.com kleist@choiandpark.com
Counsel to Winiaadawoo Electronics America, Inc.	Choi & Park, LLC	Attn: Hyun Suk Choi, Chul S. Park	11 Broadway	Suite 615	New York	NY	10004		212-695-0010	212-695-0015	
Counsel to Mi Holding Company, LLC	Chuhak & Tecson, P.C.	Attn: Miriam R. Stein	30 South Wacker Drive	Suite 2600	Chicago	IL	60606		312-444-9300		mstein@chuhak.com
Counsel to Salar International Inc., Eastern Prime Textiles Limited, Giza Spinning & Weaving Co., Bradshaw Westwood Trust, and BST International Fashion Ltd.	CKR Law LLP	Attn: Edward L. Schnitzer, Gilbert R. Saydah Jr.	1330 Avenue of the Americas	14th Floor	New York	NY	10019		212-259-7300	212-259-8200	eschnitzer@ckrlaw.com gsaydah@ckrlaw.com
Counsel to Epicor Software Corporation f/a Activant Solutions, Inc.	Clark Hill Strasburger	Attn: Duane J. Brescia	720 Brazos	Suite 700	Austin	TX	78701		512-499-3647	512-499-3660	duane.brescia@clarkhillstrasburger.com

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In re: Searchholdings Corporation, et al.
Master Service List
Case No. 18-23538 (RDO)

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Counsel to Agree Limited Partnership, Lakewood Shopping Center, LLC, Crossroads Centre II, LLC, and Ramco Jackson Crossing SPE	Clark Hill, PLC	Attn: David M. Blau	151 S. Old Woodward Ave.	Ste. 200	Birmingham	MI	48009		248-988-1817	248-988-2336	dblau@clarkhill.com
Counsel to JPP, LLC, as agent under the Second Lien Credit Facility, JP/Ground Lease Term Loan Facility, the Consolidated Secured Loan Facility, and ESL Investments, Inc. and its affiliates (including JPP, LLC and JPP II, LLC)	Cleary, Gottlieb, Steen & Hamilton LLP	Attn: Sean A. O'Neal, James L. Bromley, Andrew Weaver, Rahul Mukh, Jennifer Kennedy Park	One Liberty Plaza		New York	NY	10006		212-225-2416, 212-225-2000	212-225-3999	soneal@cghs.com jbromley@cghs.com aweaver@cghs.com rmukh@cghs.com jkpark@cghs.com
Counsel to Bonita Casa, LLC	Cohen & Grigsby, P.C.	Attn: William E. Kelleher, Jr., Helen Sara Ward	625 Liberty Avenue		Pittsburgh	PA	15222-3152		412-297-4648	412-209-1965	wkelleher@cohenlaw.com hward@cohenlaw.com
Counsel to International Union (UAW), United Steelworkers (USW), and Workers United (WU)	Cohen, Weiss and Simon LLP	Attn: Richard M. Seltzer, Melissa S. Woods	900 Third Avenue	21st Floor	New York	NY	10022-4869		212-356-0219	646-473-8219	rseltzer@cwsny.com
Counsel for Kellogg Sales Company	Cole Schotz P.C.	Attn: Jill B. Bienstock, Esq.	1325 Avenue of the Americas	19th Fl.	New York	NY	10019		212-752-8000	201-678-6328	jbienstock@coleschotz.com
Counsel for Kellogg Sales Company	Cole Schotz P.C.	Attn: Michael D. Warner, Esq.	301 Commerce Street	Suite 1700	Fort Worth	TX	76102		817-810-5250	817-810-5255	mwarner@coleschotz.com
Trustee for the Second Lien PIK Notes, the Holdings Unsecured Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Top Creditor	Computershare Trust Company, N.A.	Attn: Michael A. Smith, Vice President - Corporate Trust	2950 Express Drive South, Suite 210		Islandia	NY	11749		303-262-0707		Michael.smith2@computershare.com
Counsel to IRC Marketplace at Six Corners, L.L.C. and IRC Park Center Plaza, L.L.C.	Connolly Gallagher LLP	Attn: Karen C. Bifferato, Kelly M. Conlan, N. Christopher Griffiths	The Brandywine Building	1000 West Street, Suite 1400	Wilmington	DE	19801		302-757-7300	302-757-7299	kbifferato@connollygallagher.com kconlan@connollygallagher.com cgriffiths@connollygallagher.com
Counsel to Washington Prime Group Inc.	Cooley LLP	Attn: Seth Van Aalten, Sarah Carnes	1114 Avenue of the Americas		New York	NY	10036		212-479-6000	212-479-6275	scarnes@cooley.com
Counsel to Verizon Capital Corp. and NCC Key Company	Covington & Burling LLP	Attn: Dianne Coffino, R. Alexander Clark	The New York Times Building	620 Eighth Avenue	New York	NY	10018		212-841-1000; 212-841-1059; 212-841-1043	212-841-1010; 646-441-9043	dcoffino@cov.com aclark@cov.com
Counsel to Stanley Black & Decker, Inc. and affiliated entities	Cravath, Swaine & Moore LLP	Attn: Paul H. Zumbro	Worldwide Plaza	825 Eighth Avenue	New York	NY	10019		212-295-2087	877-286-4528	pmzumbro@cravath.com
Counsel to 5525 S. Soto St Associates, 5525 S. Soto Street Associates LLC	Dahan & Nowick LLP	Attn: David R. Taxin, Esq.	123 Main Street	9th Floor	White Plains	NY	10601		914-461-1650		davidtaxin@dahannowick.com
Counsel to Electronics for Imaging, Inc.	Davidoff Hutcher & Citron LLP	Attn: David H. Wander, Esq.	605 Third Avenue		New York	NY	10158		212-557-7200	212-286-1884	dhw@dhclegal.com
Counsel to Citibank, N.A., as administrative agent under the Stand-Alone L/C Facility	Davis Polk & Wardwell LLP	Attn: Marshall S. Huebner, Esq, Eli J. Vonnegut, Esq.	450 Lexington Avenue		New York	NY	10017		212-450-4099, 212-450-4000	212-701-5099, 212-701-5800	mhuebner@davispolk.com elivonnegut@davispolk.com sears.service@davispolk.com
Counsel to Cascade Investment, L.L.C. and SL Agent, LLC	Debevoise & Plimpton LLP	Attn: Erica S. Weisgerber, My Chi To	919 Third Avenue		New York	NY	10022		212-909-6000	212-909-6836	mcto@debevoise.com eweisgerber@debevoise.com
Counsel to Namco USA Inc.	Delbello Donnellon Weingarten Wise & Wiederkehr, LLP	Attn: Julie Ovek Curley, Esq.	One North Lexington Avenue	11th Floor	White Plains	NY	10601		914-681-0200	914-684-0288	jcurely@ddw-law.com
DPS Services, LLC	DPS Services, LLC	Attn: Beth J. Solomon	2500 Lake Cook Road		Riverwoods	IL	60015		224-405-3441	224-405-4191	bethsolomon@discover.com
Counsel to ProLogis-A4 CA IV, LP; Distribution Funding II, LLC; Prologis, L.P.; KTR Ohio LLC; Prologis and KTR LV Loan LLC	Drinker Biddle & Reath LLP	Attn: Marita S. Erbeck	600 Campus Drive		Florham Park	NJ	07932-1047		973-549-7076	973-360-9831	marita.erbeck@dbr.com
Counsel to Riskconnect, Inc.	Duane Morris LLP	Attn: Lawrence J. Kotler, Wendy M. Simkulak	1540 Broadway		New York	NY	10036-4086		212-692-1000	215-692-1020	ljkotler@duanemorris.com WMSimkulak@duanemorris.com
Counsel to the Chubb Companies	Duane Morris LLP	Attn: Wendy M. Simkulak, Esquire & Catherine B. Heltzenrater, Esquire	30 South 17th Street		Philadelphia	PA	19103		215-979-1000	215-979-1020	WMSimkulak@duanemorris.com Cheitzenrater@duanemorris.com
Counsel to Prestige Bay Plaza Development Corp.	Eiseman Levine Lehrhaupt & Kakoyannis, P.C.	Attn: Laurence May, Esq.	805 Third Avenue	10th Floor	New York	NY	10022		212-752-1000	212-355-4608	lmay@eisemanlevine.com nxa@elliottgreenleaf.com sak@elliottgreenleaf.com ems@elliottgreenleaf.com
Counsel to McDonald's Corporation	Elliott Greenleaf, P.C.	Attn: Rafael X. Zahraiddin-Aravena, Shelley A. Kinsella, Eric M. Sutty	1105 N. Market Street	Suite 1700	Wilmington	DE	19801		302-384-9400	302-384-9399	
Environmental Protection Agency	Environmental Protection Agency	Attn: Matthew Leopold, General Counsel	Office of General Counsel 2310A	1200 Pennsylvania Ave NW, 2310A	Washington	DC	20460				Leopold.matt@Epa.gov
Counsel to Epicor Software Corporation f/k/a Activant Solutions, Inc.	Epicor Software Corporation	Attn: Larry Bercoovich	Senior Legal Counsel	4120 Dublin Blvd., Suite 300	Dublin	CA	94568		925-241-3502		lbercoovich@epicor.com
Counsel to the McClatchy Company and its Affiliates	Felderstein Fitzgerald Willoughby & Pascuzzi LLP	Attn: Paul J. Pascuzzi	400 Capitol Mall	Suite 1750	Sacramento	CA	95814		916-329-7400 ext 222	916-329-7435	ppascuzzi@ffwplaw.com
Counsel to Santa Rosa Mall, LLC	Ferraiuoli LLC	Attn: Gustavo A. Chico-Barris	221 Plaza	221 Ponce de Leon Avenue, 5th floor	San Juan	PR	00917		787-766-7000	787-766-7001	gchico@ferraiuoli.com
Counsel to Clover Technologies Group, LLC	FisherBroyles, LLP	Attn: Mark E. Wilson	203 North LaSalle Street	Suite 2100	Chicago	IL	60601		312-498-8078		mark.wilson@fisherbroyles.com
Counsel to Clover Technologies Group, LLC	FisherBroyles, LLP	Attn: Patricia B. Fugée	27100 Oakmead Drive	#306	Perrysburg	OH	43553		419-874-6859		patricia.fugee@fisherbroyles.com
Counsel to CenterPoint Properties Trust, and Victor Reagan Family Trust	Foley & Lardner LLP	Attn: Derek L. Wright & Katherine R. Catanese	80 Park Ave.		New York	NY	10016		212-682-7474	212-687-2329	dwright@foley.com kcatanese@foley.com
Counsel to CenterPoint Properties Trust	Foley & Lardner LLP	Attn: Michael Small	321 N. Clark Street	Suite 2800	Chicago	IL	60654		312-832-4500	312-832-4700	msmall@foley.com
Counsel to Victor Reagan Family Trust	Foley Gardere Foley & Lardner LLP	Attn: Thomas Scannell	2021 McKinney Avenue	Suite 1600	Dallas	TX	75201		214-999-3000	214-999-4667	tscannell@foley.com
Counsel to Sherthal, LLC	Fox Rothschild LLP	Attn: Allen J. Guon, Esq.	321 N. Clark Street	Suite 800	Chicago	IL	60654		312-541-0151	312-980-3888	aguon@foxrothschild.com
Counsel to Hanesbrands, Inc. and Sherthal, LLC	Fox Rothschild LLP	Attn: Paul J. Labov	101 Park Avenue	Suite 1700	New York	NY	10017		212-878-7900	212-692-0940	plabov@foxrothschild.com
Counsel to Hanesbrands, Inc.	Fox Rothschild LLP	Attn: Thomas M. Horan	919 North Market Street	Suite 300	Wilmington	DE	19899-2323		302-654-7444	302-656-8920	thoran@foxrothschild.com
Counsel to Capref Burbank, LLC	Fox Rothschild, LLP	Attn: Mark E. Hall, Michael R. Herz	49 Market Street		Morristown	NJ	07960		973-992-4800	973-992-9125	mhall@foxrothschild.com mherz@foxrothschild.com
Counsel to The Chamberlain Group, Inc.	Fox Swibel Levin & Carroll LLP	Attn: N. Neville Reid	200 West Madison Street	Suite 3000	Chicago	IL	60606		312-224-1200	312-224-1201	nreid@foxswibel.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Counsel to Bottling Group, LLC and its affiliates and subsidiaries, operating as Pepsi Beverages Company and Frito-Lay North America, Inc.	FrankGecker LLP	Attn: Joseph D. Frank, Jeremy C. Kleinman	325 North LaSalle Street	Suite 625	Chicago	IL	60654		312-276-1400	312-276-0035	jfrank@fglp.com jkleinman@fglp.com
Counsel for True Value Company	Freeborn & Peters LLP	Attn: Devon J. Eggert, Esq.	311 South Wacker Drive	Suite 3000	Chicago	IL	60606		312-360-6000	312-360-6520	deggert@freeborn.com
Counsel to Select Portfolio Servicing, Inc. as servicer for U.S. Bank National Association, as Trustee, in trust for the registered holders of Citigroup Mortgage Loan Trust 2007-AHL2, Asset-Backed Pass-Through Certificates, Series 2007-AHL2, Mortgage Pass-Through Certificates	Frenkel, Lambert, Weiss, Weisman & Gordon, LLP	Attn: Michelle C. Marans, Esq.	53 Gibson Street		Bay Shore	NY	11706		631-969-310		
Counsel to Seritage Growth Properties, Seritage SRC Finance LLC, and Seritage XMT Finance LLC	Fried, Frank, Harris, Shriver & Jacobson LLP	Attn: Brad Eric Scheler, Scott B. Luftglass, Peter B. Siroka	One New York Plaza		New York	NY	10004		212-859-8000	212-859-4000	brad.eric.scheler@friedfrank.com scott.luftglass@friedfrank.com peter.siroka@friedfrank.com
Counsel to Sitei Operating Corporation	Frost Brown Todd LLC	Attn: Edward M. King	400 W Market St	Suite 3200	Louisville	KY	40202		502-589-0359	502-581-1087	eking@fbtaw.com
Counsel to Washington Prime Group Inc. and The Kroger Co.	Frost Brown Todd LLC	Attn: Ronald E. Gold & AJ Webb	3300 Great American Tower	301 East Fourth Street	Cincinnati	OH	45202		513-651-6800	513-651-6981	rgold@fbtaw.com awebb@fbtaw.com
Counsel to Haier U.S. Appliance Solutions, Inc. d/b/a GE Appliances	Fultz Maddox Dickens PLC	Attn: Phillip A. Martin, Laura M. Brymer	101 South Fifth Street	27th Floor	Louisville	KY	40202		502-588-2000	502-588-2000	pmartin@fmdlegal.com lbrymer@fmdlegal.com
Counsel to Yang Ming (America) Corp., and Yang Ming Marine Transport Corp.	Gellert Scall Busenkell & Brown LLC	Attn: Gary F. Seitz	8 Penn Center	1628 John F. Kennedy Blvd, Suite 1901	Philadelphia	PA	19103		215-238-0011		gseitz@gsbblaw.com
Counsel to Community Unit School District 300	Gensburg Calandriello & Kanter, P.C.	Attn: Matthew T. Gensburg	200 West Adams Street	Suite 2425	Chicago	IL	60606		312-263-2200		mgensburg@gcklegal.com
Counsel to Henkel Corporation, American Lebanese Syrian Associated Charities, Inc.	Gibbons P.C.	Attn: Brett S. Theisen, Natasha M. Songonuga	One Pennsylvania Plaza	37th Floor	New York	NY	10119-3701		212-613-2000	212-290-2018	btheisen@gibbonslaw.com nsongonuga@gibbonslaw.com
Counsel to Henkel Corporation	Gibbons P.C.	Attn: Howard A. Cohen	300 Delaware Avenue	Suite 1015	Wilmington	DE	19801-1671		302-518-6324		hcohen@gibbonslaw.com
Counsel to Interested Party, and Saker ShopRites, Inc.	Giordano, Halleran & Ciesla, P.C.	Attn: Donald F. Campbell, Jr.	125 Half Mile Road	Suite 300	Red Bank	NJ	07701		732-741-3900	732-224-6599	dcampbell@ghclaw.com
Counsel to A.D. Smith Corporation	Goffrey & Kahn, S.C.	Attn: Timothy F. Nixon	One East Main Street	Suite 500	Madison	WI	53703		608-257-3911	608-257-0609	tnixon@ghklaw.com
Counsel to AMAN Enterprises Ltd.	Golenbock Eiseaman Assor Bell & Peskoe LLP	Attn: Jonathan L. Flaxer, Esq., Michael S. Weinstein, Esq.	711 Third Avenue		New York	NY	10017		212-907-7300	212-754-0330	jflaxer@golenbock.com mweinstein@golenbock.com
Counsel to Waste Management National Services, Inc.	Goodwin Procter LLP	Attn: Barry Z. Bazian	The New York Times Building	620 Eighth Avenue	New York	NY	10018		212-813-8800	212-355-3333	gfox@goodwinlaw.com bbazian@goodwinlaw.com
Counsel to Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, and OND Property, LLC	Goulston & Storrs PC	Attn: Douglas B. Rosner	400 Atlantic Avenue		Boston	MA	02110-3333		617-482-1776	617-574-4112	drosner@goulstonstorr.com
Counsel to Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, and OND Property, LLC	Goulston & Storrs PC	Attn: Trevor R. Hoffmann	685 Third Avenue	18th Floor	New York	NY	10022		212-878-5048	212-878-6911	thoffmann@goulstonstorr.com
Counsel to American National Insurance Company	Greer, Herz & Adams, LLP	Attn: Frederick Black, Tara B. Annweiler, Marc D. Young	One Moody Plaza	18th Floor	Galveston	TX	77550		409-797-3200	409-766-6424	tannweiler@greerherz.com
Counsel to Criteo S.A.	Hahn & Hessen LLP	Attn: Janine M. Figueiredo, Esq.	488 Madison Avenue	15th Floor	New York	NY	10022		212-478-7200	212-478-7400	jfigueiredo@hahnhausen.com
Counsel to Relator Carl Ireland, Administrator the Estate of James Garbe	Halperin Battaglia Benzija, LLP	Attn: Alan D. Halperin, Esq., Lige Gu, Esq.	40 Wall Street	37th Floor	New York	NY	10005		212-765-9100		ahalperin@halperinlaw.net lgu@halperinlaw.net
Co-Counsel to Taubman Landlords and NW Properties Landlords	Halperin Battaglia Benzija, LLP	Attn: Donna H. Lieberman, Esq.	40 Wall Street	37th Floor	New York	NY	10005		212-765-9100		dlieberman@halperinlaw.net
Top 20 Unsecured Creditor	Hanesbrands Inc.	Attn: Joia Johnson, Chief Administrative Officer and General Counsel	1000 East Hanes Mill Road		Winston Salem	NC	27105				joia.johnson@hanes.com
Counsel to Van Hook Service Co., Inc.	Harris Beach PLLC	Attn: Kevin Tompsett, Esq.	99 Garrison Road		Pittsford	NY	14534		585-419-8800	585-419-8812	ktompsett@harrisbeach.com sodonnell@herrick.com sselbst@herrick.com ssmith@herrick.com msekowski@herrick.com
Proposed Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Herrick, Feinstein LLP	Attn: Sean E. O'Donnell, Stephen B. Selbst, Steven B. Smith, Michelle M. Sekowski	2 Park Avenue		New York	NY	10016		212-592-1400	212-592-1500	ehough@hglaw.com
Counsel to BH North American Corporation	Higgs Fletcher & Mack LLP	Attn: Martin A. Elouadi, Esq.	401 West A Street	Suite 2600	San Diego	CA	92101		619-236-1551	619-696-1410	arthur.rosenberg@hklaw.com
Counsel for Cushman & Wakefield Inc.	Holland & Knight LLP	Attn: Arthur E. Rosenberg, Esq., Marc L. Antonecchia, Esq.	31 West 52nd Street		New York	NY	10019		212-513-3200	212-385-9010	marc.antoncchia@hklaw.com
Counsel to Plaza las Americas, Inc., Plaza del Caribe, S.E., and Garda CL Great Lakes, Inc.	Holland & Knight LLP	Attn: Barbra R. Parlin	31 West 52nd Street		New York	NY	10019		212-513-3200	212-385-9010	barbra.parlin@hklaw.com
Counsel to Garda CL Great Lakes, Inc.	Holland & Knight LLP	Attn: Jose A. Casal, Esq., Joaquin J. Alemany, Esq.	701 Brickell Avenue	Suite 3300	Miami	FL	33131		305-789-7713	305-789-7799	jose.casal@hklaw.com jalemany@hklaw.com
Counsel to Midwest Tool, Cutlery Company	Honigman Miller Schwartz and Cohn LLP	Attn: Lawrence A. Lichtman	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226		313-465-7590	313-465-7591	llichtman@honigman.com
Counsel to John C. Adams and Kynnyluga Adams	Hopkins & Carley	Attn: Jay M. Ross, Monique D. Jewett-Brewster	The Letitia Building	70 S First Street	San Jose	CA	95113-2406		408-286-9800	408-998-4790	jross@hopkinscarley.com mjb@hopkinscarley.com
Counsel to UBS AG, as lender for the Sparrow Term Loan maturing 2019, McLane Company, Inc.	Hunton Andrews Kurth LLP	Attn: Brett L. Gross, Michael S. Legge	200 Park Avenue		New York	NY	10166		212-309-1264; 212-309-1000		bgross@huntonak.com mlegge@huntonak.com
Counsel to McLane Company, Inc.	Hunton Andrews Kurth LLP	Attn: Gregory G. Hesse	1445 Ross Avenue	Suite 3700	Dallas	TX	75202		214-468-3335		ghesse@huntonak.com
Counsel to CBL & Associates Management, Inc.	Husch Blackwell LLP	Attn: Caleb T. Holzaepfel	736 Georgia Avenue	Suite 300	Chattanooga	TN	37402		423-755-2654	423-266-5500	caleb.holzaepfel@huschblackwell.com
Counsel to WC Independence Center LLC, WC MRP Belleville Center, LLC	Husch Blackwell LLP	Attn: Lynn H. Butler	111 Congress Avenue	Suite 1400	Austin	TX	78701		512-479-9758	512-226-7318	lynn.butler@huschblackwell.com
Counsel to 5330 Crosswind, LLC	Ice Miller LLP	Attn: Daniel R. Swetnam	250 West Street	Suite 700	Columbus	OH	43215		614-462-2225	614-224-3568	Daniel.Swetnam@icemiller.com
County of Imperial, California	Imperial County Treasurer-Tax Collector	Attn: Karen Vogel, Treasurer-Tax Collector	940 West Main Street	Suite 106	El Centro	CA	92243		442-265-1270	442-265-1272	taxcollector@co.imperial.ca.us
Impremedia Operating Company, LLC	Impremedia Operating Company, LLC	Attn: Alex Macias	915 Wilshire Blvd	Ste. 800	Los Angeles	CA	90017				alex.macias@impremedia.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation	2970 Market Street		Philadelphia	PA	19104-5016		800-973-0424	855-235-6787	Mimi.M.Wong@irs.counsel.treas.gov
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation	P.O. Box 7346		Philadelphia	PA	19101-7346		800-973-0424	855-235-6787	Mimi.M.Wong@irs.counsel.treas.gov
Counsel to Iron Mountain Information Management, LLC,	Iron Mountain Information Management, LLC	Attn: Joseph Corrigan	One Federal Street		Boston	MA	02110		617-535-4744	617-451-0409	Bankruptcy2@ironmountain.com
Counsel to Data Print Technologies, Inc.	Jasne & Florio, L.L.P.	Attn: Hugh G. Jasne, Esq., Diane L. Klein, Esq.	30 Glenn Street	Suite 103	White Plains	NY	10603		914-997-1212		hgj@jasneflorio.com
Counsel to Lennox International Inc. and Lennox National Account Services, LLC	Judith Elkin PLLC	Attn: Judith Elkin	23 Malsana Lane		New Rochelle	NY	10805		917-671-8062		elkinj@mac.com
Counsel to GBR Green Acres Limited Liability Company, Greenwich 29 L.P., and 909 Group, L.P.	Keane & Beane, P.C.	Attn: Andrew P. Tureaud	445 Hamilton Avenue	15th Floor	White Plains	NY	10601		914-946-4777	914-946-6868	atureaud@kblaw.com
Counsel to Computershare Turst Company, N.A., as Indenture Trustee	Kelley Drye & Warren LLP	Attn: Eric R. Wilson, Esq., Benjamin D. Feder, Esq.	101 Park Avenue		New York	NY	10178		212-808-7800	212-808-7897	KDWBankruptcyDepartment@KelleyDrye.com bfeder@kelleydrye.com
Counsel to Voortman Cookies Limited	Kenney Shelton Liptak & Nowak, LLP	Attn: Jeffery A. Carlino, Esq.	The Calumet Building	233 Franklin Street	Buffalo	NY	14202		716-853-3801		jacarlino@ksnlaw.com
Counsel to Haier U.S. Appliance Solutions, Inc. d/b/a GE Appliances, (i) GLP US Management, LLC, (ii) Icon Owner Pool 4 Northeast/Midwest, LLC, (iii) Western B Southeast FL, LLC, (iv) Icon Owner Pool 1 West/Southwest, LLC, (v) Icon Owner Pool 1 SF Non-Business Parks, LLC, (vi) Icon DP MD Owner Pool 2 West/Northeast/Midwest, LLC, and (vii) Icon Owner Pool 1 SF Business Parks, LLC	Klestadt Winters Jureller Southard & Stevens, LLP	Attn: Sean C. Southard, Lauren C. Kiss	200 West 41st Street	17th Floor	New York	NY	10036-7203		212-972-3000	212-972-2245	ssouthard@klestadt.com lkiss@klestadt.com
Counsel to PREIT Services, LLC, BET Investments, and the Robbins Companies	Kurtzman Steady, LLC	Attn: Jeffrey Kurtzman	401 S. 2nd Street	Suite 200	Philadelphia	PA	19147		215-839-1222		kurtzman@kurtzmansteady.com
Counsel to Altaxex, a Joint Venture, Papa Rochester, LP, Walters Investments, LP, Wal-Go Associates LLC	Langley & Banack, Incorporated	Attn: David S. Gragg	Trinity Plaza II, Ninth Floor	745 E. Mulberry, Suite 900	San Antonio	TX	78212		210-736-6600	210-735-6889	dgragg@langleybanack.com
Counsel for 4th Street South II, LLC, a Michigan Limited Liability Company	Lasky Fifarek, P.C.	Attn: John R. Fifarek, Esq.	120 N. Washington Square	Ste. 625	Lansing	MI	48933		517-267-2222	517-267-2230	rfifarek@laskyffifarek.com
Counsel to Oster Yorktown Properties, LLC, U.S. Realty 86 Associates and Westmount Plaza Associates	Lasser Hochman, L.L.C.	Attn: Richard L. Zucker	75 Eisenhower Parkway		Roseland	NJ	07068		973-226-2700	973-226-0844	rzucker@lasserhochman.com
Counsel to Simon Property Group	Latham & Watkins LLP	Attn: Marc A. Zelina	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	marc.zelina@lw.com ted.dillman@lw.com
Counsel to Simon Property Group	Latham & Watkins LLP	Attn: Peter M. Gilhuly, Ted A. Dillman	355 South Grand Ave	Ste. 100	Los Angeles	CA	90071-1560				peter.gilhuly@lw.com ted.dillman@lw.com
Counsel to Vandale Industries, Inc.	Law Office of Gilbert A. Lazarus, PLLC.	Attn: Gilbert A. Lazarus	92-12 68th Avenue		Forest Hills	NY	11375		917-417-3795		gillazarus@gmail.com
Counsel to NW Properties Landlords	Law Office of Kevin S. Neiman, PC	Attn: Kevin S. Neiman	999 18th Street	Suite 1230 S	Denver	CO	80202		303-996-8637		kevin@ksncc.com
Counsel to Dart Warehouse Corporation	Law Office of William P. Fennell, APLC	Attn: William P. Fennell	401 West A Street	Suite 1800	San Diego	CA	92101		619-325-1560	619-325-1558	william.fennell@fennelllaw.com luralene.schultz@fennelllaw.com office@fennelllaw.com
Counsel for U.S. Bank National Association d/b/a U.S. Bank Equipment Finance	Law Offices of Charles A. Gruen		381 Broadway	Suite 300	Westwood	NJ	07675		201-342-1212		cgruen@gruenlaw.com
Local Counsel for the Certain Texas Taxing Entities	Law Offices of Douglas T. Tabachnik, P.C.	Attn: Douglas T. Tabachnik, Esq.	63 West Main Street	Suite C	Freehold	NJ	07728		732-780-2760	732-780-2761	dtabachnik@dtllaw.com
Counsel to Caparra Center Associates, San Patricio Plaza ("SPP") Landlord	Law Offices of Penny R. Stark	Attn: Penny R. Stark	9861 Sunrise Lakes Boulevard	Suite 308	Fort Lauderdale	FL	33322		954-774-4762	877-795-8298	pstarkes@gmail.com
Counsel to Cudlie Accessories LLC, Flatbush Center Parking LLC, Project 28 Clothing LLC, and Ikeddi Imports LLC	Lazarus & Lazarus, P.C.	Attn: Harlan M. Lazarus	240 Madison Avenue	8th Floor	New York	NY	10016		212-889-7400	212-684-0314	hlazarus@lazarusandlazarus.com harlan.lazarus@gmail.com
Counsel to Westfield, LLC and its affiliate, Annapolis Mall Owner LLC, Brandon Shopping Center Partners LTD, Broward Mall LLC, Citrus Park Mall Owner LLC, Countryside Mall LLC, Roseville Shoppingtown LLC, Meriden Square Partnership, Montgomery Mall Owner LLC, North County Fair LP and EWH Escondido Associates, L.P., Oakridge Mall LLC, WEA Palm Desert LLC, Sarasota Shoppingtown LLC, WEA Southcenter LLC, Sunrise Mall LLC, UTC Venture LLC, Valencia Town Center Venture, L.P., Wheaton Plaza Regional Shopping Center LLC, Beneson Capital Partners, LLC and its affiliate Brooks Shopping Centers, LLC, Concord Mall LP, and Berkshire Mall LP	LeClairRyan, PLLC	Attn: Ilan Markus and Niclas A. Ferland	545 Long Wharf Drive	9th Floor	New Haven	CT	06511		203-672-3212	203-672-3231	ilan.markus@leclairryan.com niclas.ferland@leclairryan.com andrew.cole@leclairryan.com
Counsel to DKC Technology Services LLC, successor in interest to Computer Sciences Corporation and CSC Covansys Corporation	LeClairRyan, PLLC	Attn: Janice B. Grubin, Alex J. Chase	885 Third Avenue	16th Floor	New York	NY	10022		212-634-5016; 212-430-8021	212-986-3509; 212-634-5086	janice.grubin@leclairryan.com alex.chase@leclairryan.com
Counsel to 1803, LLC	Leonard, O'Brien, Spencer, Gale & Sayre, Ltd.	Attn: James M. Jorissen	100 South Fifth Street	Suite 2500	Minneapolis	MN	55402		612-332-1030		jjorissen@lossg.com
Counsel to Bexar County	Linebarger Goggan Blair & Sampson, LLP	Attn: David G. Aelvoet	711 Navarro Street	Ste 300	San Antonio	TX	78205		210-225-6763	210-225-6410	sanantonio.bankruptcy@publicans.com
Counsel to Aransas County, Bee County, Jim Wells CAD, Nueces County, City of Harlingen, Hidalgo County, Victoria County, Blanco CAD, Harlingen CISD, Cameron County	Linebarger Goggan Blair & Sampson, LLP	Attn: Diane Wade Sanders	P.O. Box 17428		Austin	TX	78760		512-447-6675	512-443-5114	
Counsel to Tarrant County and Dallas County	Linebarger Goggan Blair & Sampson, LLP	Attn: Elizabeth Weller	2777 N. Stemmons Freeway	Suite 1000	Dallas	TX	75027		214-880-0089	469-221-5003	dallas.bankruptcy@publicans.com

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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Counsel to Matagorda County, Angelina County, Cleveland ISD, Galveston County, Orange County, Cypress-Fairbanks ISD, Tyler County, Fort Bend County, Wharton Co Jr Coll Dist, Harris County, Jasper County, Houston CAD, Montgomery County, and Polk County	Linebarger Goggan Blair & Sampson, LLP	Attn: John P. Dillman	PO Box 3064		Houston	TX	77253-3064		713-844-3400	713-844-3503	houston_bankruptcy@publicans.com
Counsel to LTMAC Properties, LLC	Linowes and Blocher LLP	Attn: John T. Farnum, Esq.	7200 Wisconsin Avenue	Suite 800	Bethesda	MD	20814		301-961-5275	301-654-2801	farnum@linowes-law.com
Counsel to SUSO 4 Ocean LP and Maynardville Pike LP	Lippes Mathias Wexler Friedman LLP	Attn: John A. Mueller	50 Fountain Plaza	Suite 1700	Buffalo	NY	14202-2216		716-362-7614		jmueller@lippes.com
Counsel to Pension Benefit Guaranty Corporation	Locke Lord LLP	Attn: Brian A. Raynor, Aaron C. Smith, David W. Wirt	111 South Wacker Drive		Chicago	IL	60606		312-443-0219; 312-443-0460; 312-443-0700	312-443-0336	braynor@lockelord.com asmith@lockelord.com dwirt@lockelord.com
Counsel to DFS Services, LLC	Locke Lord LLP	Attn: Ira S. Green	200 Vesey Street		New York	NY	10281		212-415-8600	212-303-2754	ira.green@lockelord.com
Counsel to Cardtronics USA, Inc.	Locke Lord LLP	Attn: Joseph N. Froehlich	Brookfield Place	200 Vesey Street, 20th Floor	New York	NY	10281		212-415-8600	212-303-2754	jfroehlich@lockelord.com
Counsel to Cardtronics USA, Inc.	Locke Lord LLP	Attn: W. Steven Bryant	600 Congress Avenue	Ste. 2200	Austin	TX	78701		512-305-4726		sbryant@lockelord.com
Counsel to Active Media Services, Inc., d/b/a Active International	Lowenstein Sandler LLP	Attn: Bruce Buechler	One Lowenstein Drive		Roseland	NJ	07068		973-597-2500	973-597-2400	bbuechler@lowenstein.com
Counsel to LG Electronics USA, Inc. and Valvoline	Lowenstein Sandler LLP	Attn: Bruce S. Nathan, Esq., Eric S. Chafetz, Esq.	1251 Avenue of the Americas		New York	NY	10020		212-262-6700	212-262-7402	bnathan@lowenstein.com
Counsel to Trinet Essential Facilities XXVII, Inc.	Lubin Olson & Niewiadomski LLP	Attn: Dennis D. Miller	The Transamerica Pyramid	600 Montgomery Street, 14th Floor	San Francisco	CA	94111		415-981-0550	415-981-4343	dmiller@lubinson.com
Counsel to the County of Anderson, Texas, Bastrop County Water Control and Improvement District #2, The County of Bastrop, Texas, Tax Appraisal District of Bell County, The County of Bosque, Texas, Bowie Central Appraisal District, The County of Brazos, Texas, Brown County Appraisal District, Burnet Central Appraisal District, Cherokee County Appraisal District, The County of Cherokee, Texas, The County of Comal, Texas, The County of Coryell, Texas, The County of Denton, Texas, Denton County Road Utility District #1, County of Erath, The County of Guadalupe, Texas, Harrison Central Appraisal District, The County of Harrison, Texas, The County of Hays, Texas, The County of Henderson, Texas, The County of Jasper, Texas, Groesbeck Independent School District, City of Waco and/or Waco Independent School District, Midland Central Appraisal District, Central Appraisal District of Taylor County, Terry County Appraisal District, The County of Wharton, Texas and The County of Williamson, Texas, (jointly "The Texas Ad Valorem Taxing Jurisdictions")	McCreary, Veselka, Bragg & Allen, P.C.	Attn: Lee Gordon, Tara LeDay	P. O. Box 1269		Round Rock	TX	78680		512-323-3200	512-323-3205	tleeday@mvbalaw.com
Counsel to Automotive Rentals, Inc., and ARI Fleet LT	McGlinchey Stafford, PLLC	Attn: Brian S. McGrath, Kristen D. Romano	112 West 34th Street	Suite 1515	New York	NY	10120		646-362-4000; 646-362-4044	646-304-8363	bmcgrath@mcglinchey.com kromano@mcglinchey.com
Counsel to Automotive Rentals, Inc. and ARI Fleet LT	McGlinchey Stafford, PLLC	Attn: Mark J. Chaney, Esq., Richard A. Aguilar, Esq., Rudy J. Cerone, Esq.	601 Poydras Street	12th Floor	New Orleans	LA	70130		504-596-2784; 504-596-2884; 504-596-2786	504-910-9065; 504-910-8371; 504-910-9362	mchaney@mcglinchey.com raguilar@mcglinchey.com rcerone@mcglinchey.com
Counsel to Winners Industry Co., Ltd.	McKool Smith, P.C.	Attn: H. Jeffrey Schwartz	One Bryant Park	47th Floor	New York	NY	10036		212-402-9400	212-402-9444	hjschwartz@mcckoolsmith.com
Counsel to Creditors Liki Investments, LLC, Michael Rue, J. Terry Eager and Susan B. Eager, as Co-Trustees of the J. Terry Eager Family Trust-1995, and CEMR Properties	Meegan, Hanschu & Kassenbrock	Attn: David Meegan	11341 Gold Express Drive	Suite 110	Gold River	CA	95670		916-925-1800	916-925-1265	dmeegan@mhsksacto.com
Counsel to Royal Consumer Products, LLC	Meister Seelig & Fein LLP	Attn: Christopher J. Major	125 Park Avenue	7th Floor	New York	NY	10017		212-655-3500	212-655-3535	cjm@msf-law.com
Counsel to Prince George's County, Maryland, Calvert County, Maryland and Charles County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	Attn: Nicole C. Kenworthy	6801 Kenilworth Avenue	Suite 400	Riverdale	MD	20737-1385		301-699-5800		nkenworthy@mrriaw.net
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Andrew M. Leblanc	1850 K Street, NW	Suite 1100	Washington	DC	20006		202-835-7500	202-263-7586	ALeblanc@milbank.com
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Craig M. Price	28 Liberty Street		New York	NY	10005-1413		212-530-5000	212-530-5219	cprice@milbank.com
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Robert J. Lubicic	2029 Century Park East	33rd Floor	Los Angeles	CA	90067		424-386-4000	213-629-5063	RLubicic@milbank.com
Counsel to Missouri Department of Revenue	Missouri Department of Revenue, Bankruptcy Unit	Attn: Steven A. Girthner, Special Assistant Attorney General	301 W. High Street, Room 670	P.O. Box 475	Jefferson City	MO	65105-0475		573-751-5531	573-751-7232	sdryecf@dor.mo.gov
Counsel to Axiom Corporation	Mitchell, Williams, Selig, Gates & Woodward, P.L.L.C.	Attn: Stan D. Smith	425 West Capitol Avenue	Suite 1800	Little Rock	AR	72201-3525		501-688-8830	302-571-1750	ssmith@mwlaw.com
Counsel to Creditor Hudson Concourse, LLC	Montee & Associates	Attn: Kevin P. Montee, Esq.	12504 Newell Ave.	Suite 149	Walnut Creek	CA	94596		925-978-5579	925-955-1648	
Counsel to Kimco Realty Corporation	Morgan, Lewis & Bockius LLP	Attn: Laura McCarthy	One Federal Street	32nd Fl	Boston	MA	02110-1726		617-341-7716	617-341-7701	laura.mccarthy@morganlewis.com
Counsel to Kimco Realty Corporation	Morgan, Lewis & Bockius LLP	Attn: Neil E. Herman	101 Park Avenue		New York	NY	10178-0600		212-309-6000	212-309-6001	neil.herman@morganlewis.com
Counsel to Net Lease Management Partners, L.L.C., Greensboro Lease Management, L.L.C., and Brighton Lease Management, L.L.C.	Morris James LLP	Attn: Stephen M. Miller	500 Delaware Avenue, Suite 1500	P.O. Box 2306	Wilmington	DE	19899-2306		302-888-6853	302-571-1750	smiller@morrjames.com
Counsel to Lefmark Tamiami, Inc.	Morris, Nichols, Arsh & Tunnell LLP	Attn: Curtis S. Miller, Joseph C. Barsalona II	1201 North Market Street	P.O. Box 1347	Wilmington	DE	19899		302-658-9200	302-658-3989	cmiller@mnaat.com jbarsalona@mnaat.com
Counsel to SRC O.P. LLC, SRC Facilities LLC and SRC Real Estate (TX) LLC	Morrison & Foerster LLP	Attn: Brett H. Miller, Mark Alexander Lightner		250 West 55th Street	New York	NY	10019-9601		212-468-8000	212-468-7900	BrettMiller@mofo.com Mlightner@mofo.com
Counsel to Icon Health & Fitness, Inc.	Morrison & Foerster LLP	Attn: Jennifer L. Marines, Benjamin W. Butterfield	250 West 55th Street		New York	NY	10019		212-468-8000	212-468-7900	jmarines@mofo.com bbutterfield@mofo.com

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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Counsel to Allure Gems, LLC	Morrison Cohen LLP	Attn: Joseph T. Moldovan, Robert K. Dakis	909 Third Avenue		New York	NY	10022		212-735-8600	212-735-8708	bankruptcy@morrisoncohen.com
Counsel to Puerto Rico Supplies Group, Inc. and its subsidiaries and/or affiliates, Glamour Corporation, Healthtex Distributors PR, Inc., PRS Export Group, LLC, PRS On Time Distributors, LLC, (collectively "PRSG")	MRO Attorneys at Law, LLC	Attn: Myrna L. Ruiz-Olmo, Esq.	PO Box 367819		San Juan	PR	00936-7819		787-404-2204		mro@prbankruptcy.com
Counsel to Whirlpool Corporation	Munger, Tolles & Olson, LLP	Attn: Bradley R. Schneider, Thomas B. Walper	350 South Grand Avenue	50th Floor	Los Angeles	CA	90071-1560		213-683-9100	213-687-3702	bradley.schneider@mto.com thomas.walper@mto.com
Counsel to International Airport Center, Inc.	Munsch Hardt Kopf & Harr, P.C.	Attn: Deborah M. Perry	500 N. Akard Street	Suite 3800	Dallas	TX	75201-6659		214-855-7500	214-855-7584	dperry@munsch.com
National Association of Attorneys General	Nelson Mullins Riley & Scarborough LLP	Attn: Karen Cordry	1850 M St., NW	12th Floor	Washington	DC	20036		202-326-6052	202-331-1427	kcordry@naag.org
Counsel to Michelin North America, Inc.	Nelson Mullins Riley & Scarborough LLP	Attn: Jody A. Bedenbaugh	1320 Main Street, 17th Floor	Post Office Box 11070 (29211)	Columbia	SC	29201		803-799-2000		jody.bedenbaugh@nelsonmullins.com
Counsel to Retail Opportunity Investments Corp.	Nelson Mullins Riley & Scarborough LLP	Attn: Shane G. Ramsey	280 Park Avenue	15th Floor West	New York	NY	10017		646-428-2600	646-428-2610	shane.ramsey@nelsonmullins.com
New York State Department of Taxation and Finance	New York State Department of Taxation and Finance	Attn: Enid Nagler Stuart; Assistant Attorney General	Special Bankruptcy Counsel, Office of the New York State Attorney General	28th Liberty Street, 17th Floor	New York	NY	10005		212-406-8666		enid.stuart@ag.ny.gov
Counsel to U.S. Bank National Association, N.A., as Indenture Trustee	Nixon Peabody, LLP	Attn: Christopher M. Desiderio	55 West 46th Street		New York	NY	10036		212-940-3724	855-900-8613	cdesiderio@nixonpeabody.com
Counsel to Coral Reef Asia Pacific s/k/a White Mountain Footwear and 266 Route 125, LLC	Nixon Peabody, LLP	Attn: Daniel W. Sklar, Esquire	900 Elm Street		Manchester	NH	03101		603-628-4000	603-628-4040	dsklar@nixonpeabody.com
Counsel to U.S. Bank National Association, N.A., as Indenture Trustee	Nixon Peabody, LLP	Attn: Richard C. Pedone	100 Summer Street		Boston	MA	02110		617-345-1000	617-345-1300	rpedone@nixonpeabody.com
Counsel to Living Spaces Furniture, LLC	Norton Rose Fulbright US LLP	Attn: Bob B. Bruner	1301 McKinney	Suite 5100	Houston	TX	77010		713-651-5151	713-651-5246	bob.bruner@nortonrosefulbright.com
Counsel to Living Spaces Furniture, LLC	Norton Rose Fulbright US LLP	Attn: David A. Rosenzweig	1301 Avenue of the Americas		New York	NY	10019		212-318-3000	212-318-3400	david.rosenzweig@nortonrosefulbright.com
Counsel to World Technologies, Inc. d/b/a Techtronix Industries Power Equipment	Norton Rose Fulbright US LLP	Attn: Howard Seife, Esq., & Christy Rivera, Esq.	1301 Avenue of the Americas		New York	NY	10019-6022		212-408-5100	212-541-5369	howard.seife@nortonrosefulbright.com christy.rivera@nortonrosefulbright.com
Counsel to Cantor Fitzgerald Securities as Administrative Agent and Collateral Agent under the Superpriority Junior Lien Secured DIP Credit Agreement	Norton Rose Fulbright US LLP	Attn: Stephen Castro, David A. Rosenzweig	1301 Avenue of the Americas		New York	NY	10019		212-318-3000	212-318-3400	stephen.castro@nortonrosefulbright.com david.rosenzweig@nortonrosefulbright.com
Counsel to Commonwealth of Pennsylvania, Department of Revenue	Office of Attorney General	Attn: Carol E. Momjian, Josh Shapiro	The Phoenix Building	1600 Arch Street, Suite 300	Philadelphia	PA	19103		215-560-2128	717-772-4526	cmomjian@attorneygeneral.gov
Counsel to the Comptroller of Public Accounts of the State of Texas	Office of the Texas Attorney General	Attn: Rachel R. Obaldo, Assistant Attorney General	Bankruptcy & Collections Division MC 008	P.O. Box 12548	Austin	TX	78711-2548		512-475-4551	512-936-1409	rachel.obaldo@oag.texas.gov
United States Trustee Southern District of New York	Office of the United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey	201 Varick St.	Ste. 1006	New York	NY	10014		212-510-0500	212-668-2255	
Counsel to Saul Subsidiary I, LP	Offit Kurman, P.A.	Attn: Alben Petrakov, Esq.	10 East 40th Street		New York	NY	10016				apetrakov@offitkurman.com
Counsel to Saul Subsidiary I, LP	Offit Kurman, P.A.	Attn: Stephen A. Metz, Esq.	4800 Montgomery Lane	9th Floor	Bethesda	MD	20814				smetz@offitkurman.com
Counsel to J.W. Mitchell Company, LLC	O'Keefe & Associates Law Corporation, P.C.	Attn: Sean A. O'Keefe	130 Newport Center Drive	Suite 140	Newport Beach	CA	92660		949-334-4135	949-274-8639	skeefe@okeefecl.com
Counsel to Invicta Watch Company of America, Inc.	Orshan, P.A.	Attn: Paul L. Orshan, Esq.	701 Brickell Ave.,	Suite 2000	Miami	FL	33131		305-529-9380	305-402-0777	paul@orshana.com
Top 20 Unsecured Creditor	Paco (China) Garment Ltd	Attn: Lily Wang	No 9 Yueyang Road, Building B		Qingdao	Shandong	266000	China			lily@pacogarment.com
Counsel to Hangzhou GreatStar Industrial Co., Ltd	Parker Poe Adams & Bernstein LLP	Attn: Kiah T. Ford IV	401 South Tryon Street	Suite 3000	Charlotte	NC	28202		704-372-9000		chipford@parkerpoe.com
Counsel to GA/CP II, L.P.	Paul Hastings LLP	Attn: Leslie A. Plaskon, Esq., Andrew V. Tenzer, Esq., Shlomo Maza, Esq.	200 Park Avenue		New York	NY	10166		212-318-6000	212-319-4090	leslieplaskon@paulhastings.com andrewtenzer@paulhastings.com shlomomaza@paulhastings.com
Proposed Conflict Counsel for Debtors and Debtors in Possession	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Attn: Paul M. Basta, Kelley A. Cornish, Lewis R. Clayton, Susanna M. Buergele, Robert Britton, Jonathan Hurwitz	1285 Avenue of the Americas		New York	NY	10019		212-373-3000	212-757-3990	pbasta@paulweiss.com kcornish@paulweiss.com lclayton@paulweiss.com sbuergele@paulweiss.com rbritton@paulweiss.com jhurwitz@paulweiss.com
Counsel to Red Bull North America, Inc.	Pepper Hamilton LLP	Attn: Henry Jaffe, Kenneth A. Listwak	Hercules Plaza, Suite 5100	1313 N. Market Street	Wilmington	DE	19899-1709		302-777-6500		jaffeh@pepperlaw.com listwak@pepperlaw.com
Local Counsel for the Certain Texas Taxing Entities	Perdue Brandon Fielder Collins and Mott, LLP	Attn: Ebony Cobb, Esq.	500 East Border Street	Suite 640	Arlington	TX	76010		817-461-3344	817-860-6509	ecobb@pbfc.com
Counsel to Fayette County, Kerr County, City of Weslaco, Weslaco Independent School District, Kendall County, Maverick County & Uvalde County	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: John T. Banks	3301 Northland Drive	Suite 505	Austin	TX	78731		512-302-0190	512-302-1802	jbanks@pbfc.com
Counsel to Richardson ISD, City of Garland, Garland ISD, Carrollton-Farmers Branch ISD	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Ebony Cobb	500 E. Border Street	Suite 640	Arlington	TX	76010		817-461-3344	817-860-6509	ecobb@pbfc.com
Counsel to Lubbock Central Appraisal District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Laura J. Monroe	P.O. Box 817		Lubbock	TX	79408		806-744-5091	806-744-9953	lmbkr@pbfc.com
Counsel to Spring Branch Independent School District, et al	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Owen M. Sonik	1235 North Loop West	Suite 600	Houston	TX	77008		713-862-1860	713-862-1429	osonik@pbfc.com
Counsel to Norton Mailman Associates	Pick & Zabicki LLP	Attn: Douglas J. Pick	369 Lexington Avenue	12th Floor	New York	NY	10017		212-695-6000	212-695-6007	dpick@picklaw.net

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Master Service List
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's Square Company dba Governor's Square Mall, Huntington Mall Company dba Huntington Mall, Meadowbrook Mall Company dba Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall, the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall Company dba Spotsylvania Towne Centre and Howland Commons, LLC dba Howland Commons	Pierce McCoy, PLLC	Attn: Jonathan A. Grasso	85 Broad Street	Suite 17-063	New York	NY	10004		212-320-8393	757-257-0387	jon@piercemccoy.com
Counsel to Tote, Inc.	Price Meese Shulman & D'Arminio, P.C.	Attn: Rick A. Steinberg	50 Tice Boulevard	Suite 380	Woodcliff Lake	NJ	07677		201-391-3737	201-391-9360	rsteinberg@pricemeese.com
Claims Agent	Prime Clerk LLC	Attn: Herb Baer, Richard M. Allen	830 3rd Avenue	9th Floor	New York	NY	10022		212-257-5450	646-328-2851	searsteam@primeclerk.com
Counsel to MCS Hemet Valley Center LLC	Procopio, Cory, Hargreaves & Savitch LLP	Attn: Gerald P. Kennedy	525 B Street	Suite 2200	San Diego	CA	92101		619-238-1900	619-235-0398	gerald.kennedy@procpio.com
Counsel to ABC Supply Co. Inc.	Pryor & Mandelup, L.L.P.	Attn: Robert L. Pryor	675 Old Country Road		Westbury	NY	11590		516-997-0999	516-333-7333	rip@pryormandelup.com
Counsel to Omega Advisors Inc.	Quinn Emanuel Urquhart & Sullivan LLP	Attn: Susheel Kirpalani, Jonathan E. Pickhardt, Andrew S. Corkhill, Matthew Scheck, Ellison Ward Merkel	51 Madison Avenue	22nd Floor	New York	NY	10010		212-849-7000	212-849-7100	susheelkirpalani@quinnemanuel.com
Counsel to Southaven Associates LLC	Reid and Riege, P.C.	Attn: Charles J. Filardi, Jr.	One Financial Plaza	21st Floor	Hartford	CT	06103		860-240-1076	860-240-1002	josephickhardt@quinnemanuel.com
Counsel to Miele, Inc.	Reiss+Preuss LLP	Attn: Guy A. Reiss, Erik Tikkanen	200 West 41st Street	20th Floor	New York	NY	10036		646-731-2770		andrewcorkhill@quinnemanuel.com
Counsel to CM Grayson, LLC	Rice Pugatch Robinson Storfer & Cohen, PLLC	Attn: Chad P. Pugatch	101 Northeast Third Avenue	Suite 1800	Fort Lauderdale	FL	33301		954-462-8000	954-462-4300	matthewscheck@quinnemanuel.com
Counsel to Sante Marcoccia	Rich Michaelson Magallif, LLP	Attn: Howard P. Magallif	335 Madison Avenue	9th Floor	New York	NY	10017		646-453-7851		elliasonmerkel@quinnemanuel.com
Counsel to Community Unit School District 300	Robbins, Schwartz, Nicholas, Ulfon & Taylor, Ltd.	Attn: Kenneth M. Florey, M. Neal Smith	631 E. Boughton Road	Suite 200	Bolingbrook	IL	60440		630-929-3639		clliard@rmlawpc.com
Counsel to Miele, Inc.	Robert E. Michael & Associates PLLC	Attn: Robert E. Michael, Aaron Hume	5911 Riverdale Avenue		New York	NY	10471		212-758-4606		greis@reisspreuss.com
Counsel to East End Commons Associates LLC	Robinson Brog Leinward Greene Genovese & Gluck P.C.	Attn: Fred B. Ringel, Esq.	875 Third Avenue	9th Floor	New York	NY	10022		212-603-6300		eriknikkanen@reisspreuss.com
Counsel to Apex Tool Group, LLC	Ropes & Gray LLP	Attn: Gregg M. Galardi, Kimberly J. Kodis, Sam N. Ashuraey	1211 Avenue of the Americas		New York	NY	10036-8704		212-596-9000	212-596-9090	Robert.e.michael.esq@gmail.com
Counsel to Cross Country Home Services, Inc., and Duff & Phelps, LLC	Ropes & Gray LLP	Attn: James M. Wilton, Patricia I. Chen, Stephen Moeller-Sally, Joshua Y. Sturm	Prudential Tower	800 Boylston Street	Boston	MA	02199-3600		617-951-7000	617-951-7050	Robert.hume@gmail.com
Counsel to Duff & Phelps, LLC	Ropes & Gray LLP	Attn: Nicholas M. Berg, Timothy Farrell	191 North Wacker Drive	32nd Floor	Chicago	IL	60606-4302		312-845-1200	312-845-5500	for@robinsonbrog.com
Counsel to Cranston/BVT Associates, LLP	Rosen & Associates, P.C.	Attn: Sanford P. Rosen, Esq.	747 Third Avenue		New York	NY	10017-2803		212-223-1100	212-223-1102	gregg.galardi@ropesgray.com
Counsel to RubyRed Garment Manufacturing S.A.E. (Jerseywear)/Egypt	Rubin LLC	Attn: Paul A. Rubin	345 Seventh Avenue	21st Floor	New York	NY	10001		212-390-8054	212-390-8064	kimberly.kodis@ropesgray.com
Counsel to Colonial Properties LLC, Groveport Lynx LLC, Lawrence Mart LLC, USP Aerospace Solutions, Inc.	Ruskin Moscow Faltischek, P.C.	Attn: Michael S. Amato, Esq.	East Tower, 15th Floor	1425 RXR Plaza	Uniondale	NY	11556-1425		516-663-6600		sam.ashuraey@ropesgray.com
Counsel to AmCap Wilson II, LLC, Wilson Norridge, LLC, and HRA Fountains LP	S&D Law	Attn: Steven W. Kelly, Esq.	1290 Broadway	Suite 1650	Denver	CO	80203		303-399-3000		James.wilton@ropesgray.com
Counsel to Ray Padula Holdings, LLC	Sahn Ward Coschignano, PLLC	Attn: Robert A. Abuso, Matthew C. McCann	333 Earle Ovington Boulevard	Suite 601	Uniondale	NY	11553		516-228-1300	516-228-0038	hmagallif@r3mlaw.com
Counsel to Sakar International Inc.	Sakar	Attn: Jay Weinblatt	195 Carter Drive		Edison	NJ	08817				patricia.chen@ropesgray.com
Counsel to International Business Machines Corporation & Advance Magazine Publishers Inc.	Satterlee Stephens LLP	Attn: Christopher R. Belmonte, Abigail Snow, Pamela Bosswick	230 Park Avenue		New York	NY	10169		212-818-9200	212-818-9606	ssally@ropesgray.com
Counsel to the Cluffo Family Trust	Schiff Hardin LLP	Attn: Louis T. DeLuca, Esq., Alyson M. Fiedler, Esq.	666 Fifth Avenue	Suite 1700	New York	NY	10103		212-753-5000	212-753-5044	joshua.sturm@ropesgray.com
Debtors	Sears Holding Corporation	Attn: Stephen Sitley Esq., Luke J. Valentino, Esq.	3333 Beverly Road		Hoffman Estates	IL	60179				nicholas.berg@ropesgray.com
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury	100 F Street, NE		Washington	DC	20549		202-942-8088		timothy.farrell@ropesgray.com
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission - NY Office	Attn: Bankruptcy Department	Brookfield Place	200 Vesey Street, Suite 400	New York	NY	10281-1022		212-336-1100		vrosen@rosenpc.com
Counsel to Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIC-Toggle Notes	Seward & Kissel LLP	Attn: John R. Ashmead, Esq. & Arlene R. Alves, Esq.	One Battery Park Plaza		New York	NY	10004		212-574-1200	212-480-8421	timothy.farrell@ropesgray.com
Counsel to Wilmington Trust, National Association, as indenture trustee and collateral agent	Seyfarth Shaw LLP	Attn: Edward M. Fox	620 8th Avenue		New York	NY	10018		212-218-4646	914-344-1339	ssally@ropesgray.com
Counsel to Oracle Elevator Company	Shapiro, Blasi, Wasserman & Hermann, P.A.	Attn: Richard P. Hermann, Matthew Kish, Jennifer Shafer	7777 Glades Road	Suite 400	Boca Raton	FL	33434		561-477-7800	561-477-7722	manato@rmfpc.com
Counsel to Sears Hometown and Outlet Stores, Inc.	Shearman & Sterling LLP	Attn: Fredrick Sosnick, Sara Coelho	599 Lexington Avenue		New York	NY	10022		212-848-4000	646-848-7179	skelly@s-s-d.com

In re: Seacoast Holdings Corporation, et al.
Master Service List
Case No. 18-23538 (RDO)

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Counsel for Everlast World's Boxing Headquarters Corp.	Sheppard Mullin Richter & Hampton, LLP	Attn: Alan M. Feld, Esq., Ted Cohen, Esq.	30 Rockefeller Plaza		New York	NY	10112		212-653-8700	212-653-8701	afeld@sheppardmullin.com tcohen@sheppardmullin.com
Counsel to Manco Florida Associates, LLC	Shutts & Bowen LLP	Attn: Ryan C. Reinert, Esq.	4301 W. Boy Scout Blvd	Suite 300	Tampa	FL	33607		813-229-8900	813-229-8901	rreinert@shutts.com
Counsel to Service.com, Inc.	Sidley Austin LLP	Attn: David E. Kronenberg	1501 K Street, N.W.		Washington	DC	20005		202-736-8000	202-736-8711	dkronenberg@sidley.com
Counsel to Simon Property Group, L.P.	Simon Property Group, L.P.	Attn: Ronald M. Tucker, Esq.	225 West Washington Street		Indianapolis	IN	46204		317-263-2346	317-263-7901	rtucker@simon.com
Counsel to Summit Portraits, LLC	Singer & Levick, P.C.	Attn: Michelle E. Shriro	16200 Addison Road	Suite 140	Addison	TX	75001		972-380-5533	972-380-5748	mshriro@singerlevick.com
Counsel for Penrose, LLC, Loyal Holdings DE LLC and Westfall Town Center JV	Sirlin Lesser & Benson, P.C.	Attn: Dana S. Plon, Esquire	123 South Broad Street	Suite 2100	Philadelphia	PA	19109		215-864-9700		dplon@sirlinlaw.com
Counsel to Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent	Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq.	4 Times Square		New York	NY	10036		212-735-3000	212-735-2000	Paul.Leake@skadden.com Shana.Elberg@skadden.com George.Howard@skadden.com
Counsel to Quest Resource Management Group, LLC	Skierski Jain PLLC	Attn: Doug Skierski, Kristin H. Jain	400 N. St. Paul	Suite 510	Dallas	TX	75201		214-446-0330	214-446-0322	enotices@skijain.com
Counsel to Pico (China) Garment Ltd.	Smiley Wang Ekvall, LLP	Attn: Lei Wang Ekvall, Philip E. Strok	3200 Park Center Drive	Suite 250	Costa Mesa	CA	92626		714-445-1000	714-445-1002	pstrok@swelawfirm.com
Counsel to Red Bull North America, Inc.	Snell & Wilmer L.L.P.	Attn: Robert R. Kinas	3883 Howard Hughes Parkway	#1100	Las Vegas	NV	89169-5958		703-784-5203		rkinas@swlaw.com
Counsel to Florida Self-Insurers Guaranty Association, Inc.	Sorenson Van Leuven, PLLC	Attn: James E. Sorenson	PO Box 3637		Tallahassee	FL	32315-3637		850-388-0500	850-391-6800	bk@svllaw.com
Counsel to Charles Pugh, Nicole Pugh, Jack Pugh, Sam Pugh, and Charles F. Pugh	Sorling Northrup	Attn: David A. Rolf & Patrick M. Ryan	1 N. Old State Capitol, Suite 200	P.O. Box 5131	Springfield	IL	62705-5131		217-544-1144	217-522-3173	darolf@sorlinglaw.com pmryan@sorlinglaw.com
Top 5 Secured Creditor	SRAC Medium Term Notes	Attn: Mary A. Callahan Vice President	The Bank of New York Mellon Trust Company	2 N. LaSalle Street – Suite 700	Chicago	IL	60602		312-827-8546		mary.callahan@bnymellon.com
Top 5 Secured Creditor	SRAC Unsecured Notes	Attn: Mary A. Callahan Vice President	The Bank of New York Mellon Trust Company	2 N. LaSalle Street – Suite 700	Chicago	IL	60602		312-827-8546		mary.callahan@bnymellon.com
Counsel to Levin Management Corporation, Phillips Edison & Company, Conopco Inc. dba Unilever	Stark & Stark, P.C.	Attn: Thomas S. Onder, Joseph H. Lemkin	P.O. Box 5315		Princeton	NJ	08543		609-219-7458, 609-791-7022	609-896-0629, 609-896-0629	stark@stark-stark.com jlemkin@stark-stark.com
Counsel to East Penn Manufacturing Co.	Stevens & Lee, P.C.	Attn: Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022		212-319-8500	212-319-8505	cp@stevenslee.com
Counsel for Telesoft Corp.	Strinson Leonard Street LLP	Attn: Thomas J. Salerno	1850 N. Central Avenue	Suite 2100	Phoenix	AZ	85004-4584		602-279-1600	602-240-6925	thomas.salerno@stinson.com
Counsel to Dell Financial Services L.L.C.	Streusand, Landon, Ozburn & Lemon, LLP	Attn: Sabrina L. Streusand	1801 S. Mopac Expressway	Suite 320	Austin	TX	78746		512-236-9901	512-236-9904	streusand@slolp.com
Counsel to Och-Ziff Capital Structure Arbitrage Master Fund, Ltd.	Stroock & Stroock & Lavan LLP	Attn: Kristopher M. Hansen, Jonathan D. Canfield, Sayan Bhattacharyya	180 Maiden Lane		New York	NY	10038		212-806-5400	212-806-6006	khanen@stroock.com jcanfield@stroock.com sbhattacharyya@stroock.com
Counsel to the Fairholme Capital Management, LLC, and the Fairholme Funds, Inc.	Sullivan & Cromwell LLP	Attn: Andrew G. Dienderich, Brian D. Gluckstein, David J. Zylberberg	325 Broad Street		New York	NY	1004-2498		212-558-1100	212-558-3588	dienderich@sulcrom.com zylberberg@sulcrom.com
Counsel for Izek Shomof and Alene Shomof Irrevocable Children's Trust Dated February 11, 1999, Vegas Group, LLC, and East River Group, LLC	SulmeyerKupetz, A Professional Corporation	Attn: David S. Kupetz & Claire K. Wu	333 South Grand Avenue	Suite 3400	Los Angeles	CA	90071		213-626-2311	213-629-4520	dkupetz@sulmeyerlaw.com ckwu@sulmeyerlaw.com
Counsel to KG Denim Limited	Suri Law Office	Attn: Vivek Suri, Esq.	20 Vesey Street	Suite 300	New York	NY	10007		212-537-6936		lawyer@suriawoffice.com
Counsel to Alexandria Pelletieri & Thomas Pelletieri	Szaferman, Liskind, Blumstein, & Blader P.C.	Attn: Bruce M. Sattin, Esq.	101 Grovers Mill Road	Suite 200	Lawrenceville	NJ	08648		609-275-0400	609-779-6068	bsattin@szaferman.com
Counsel to Vertical Industrial Park Associates	Tannenbaum Helpern Syracuse & Hirschtritt LLP	Attn: Michael J. Riela	900 Third Avenue	13th Floor	New York	NY	10022		212-508-6700	212-371-1084	riela@thsh.com
Counsel to the Taubman Landlords	Taubman Landlords	Attn: Andrew S. Conway	200 East Long Lake Road	Suite 300	Bloomfield Hills	MI	48304		248-258-7427		aconway@taubman.com
Successor Trustee for the SRAC Unsecured PKN Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes	The Bank of New York Mellon Trust Company	Attn: Corporate Trust Administration	101 Barclay St., Floor 8W		New York	NY	10286				
Counsel to Stockton Mariposa LLC	The Law Office of Thomas A. Farinella, P.C.	Thomas A. Farinella, Esq.	260 Madison Avenue	Suite 8090	New York	NY	10016		917-319-8579		tf@lawtaf.com
Top 5 Secured Creditor and Pension Benefit Guaranty Corporation ("PBGC")	The Pension Benefit Guaranty Corporation (PBGC)	Attn: Judith Starr, Katar S. Khosla, William McCarron, Jr., & Adi Berger, Director	Office of the General Counsel	1200 K Street, N.W.	Washington	DC	20005-4026		202-326-4400, 202-326-4020	202-326-4112	Starr.Judith@pbgc.gov mccarron.william@pbgc.gov elle@pbgc.gov
Counsel to Mien Co., Ltd., Helen Andrews Inc	The Sarachek Law Firm	Attn: Joseph E. Sarachek	101 Park Avenue	27th Floor	New York	NY	10178		212-808-7881	646-881-4950	joe@saracheklawfirm.com
Counsel to 1803, LLC	The Tsang Law Firm, P.C.	Attn: Michael Tsang	40 Wall Street	26th Floor	New York	NY	10005				mitsang@tsanglawfirm.com
Counsel to Virginia Surety Company, Inc.	Thompson Hine LLP	Attn: Curtis L. Tuggle	3900 Key Center	127 Public Square	Cleveland	OH	44114-1291		212-908-3994	212-344-6101	Curtis.Tuggle@ThompsonHine.com
Top 20 Unsecured Creditor	Ti Tianming Kesheng Leather Products Co Ltd	Attn: Power Wang	No. 2 Jianshe Road Baodi District		Tianjin	Tianjin	301200	China	86-22-29243522		powerwangtks@vip.126.com
Counsel to the Tennessee Department of Revenue	TN Dept of Revenue	Attn: Herbert H. Slatery III, Marvin E. Clements, Jr.	c/o TN Attorney General's Office, Bankruptcy Division	PO Box 20207	Nashville	TN	37202-0207		615-741-1935	615-741-3334	AGBankNewYork@ag.tn.gov
Counsel to Travis County	Travis County Attorney	Attn: David Escamilla, Kay D. Brock	P.O. Box 1748		Austin	TX	78767		512-854-9092	512-854-9316	kay.brock@traviscountytexas.gov
Indenture trustee for the KCD IP Asset Backed Notes	U.S. Bank National Association		190 S. LaSalle Street, 3rd Floor	MS: MK-II-SL7M	Chicago	IL	60603		312-332-7453		jose.galarza@usbank.com
											David.Jones@usdoj.gov Jeffrey.Oestericher@usdoj.gov Joseph.Cordaro@usdoj.gov Carina.Schoenberger@usdoj.gov Lawrence.Fogelman@usdoj.gov Peter.Aronoff@usdoj.gov Linda.Riffkin@usdoj.gov
United States Attorney's Office for the Southern District of New York	US Attorney for Southern District of New York	Attn: Bankruptcy Division	86 Chambers Street	3rd Floor	New York	NY	10007		212-637-2200	212-637-2685	jdunn@vedderprice.com
Counsel to Village of Hoffman Estates	Vedder Price P.C.	Attn: Joshua A. Dunn, Esq., Michael Schein	1633 Broadway	31st Floor	New York	NY	10019		212-407-7700	212-407-7799	jdunn@vedderprice.com
Counsel to Agri-Fab, Inc.	Vedder Price P.C.	Attn: Kevin J. Etzel	1633 Broadway	31st Floor	New York	NY	10019		212-407-7789	212-407-7799	ketzel@vedderprice.com
Counsel to NorthStar Group Services, Inc., and Village of Hoffman Estates	Vedder Price P.C.	Attn: Michael L. Schein	1633 Broadway	31st Floor	New York	NY	10019		212-407-7700	212-407-7799	mschein@vedderprice.com
Counsel to Verizon Capital Corp. and NCC Key Company	Verizon Capital Corp.	Attn: Marva M. Levine	221 East 37th Street	7th Floor	New York	NY	10016		646-495-2370		marva.m.levine@verizon.com
Counsel to Hanesbrands, Inc.	Waldrup LLP	Attn: Thomas W. Waldrup, Jr.	101 S. Stratford Road	Suite 210	Winston-Salem	NC	27104		336-717-1440	336-717-1340	notice@waldrupllp.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Counsel to Schindler Elevator Corporation	Walsh Pizzi O'Reilly Falanga LLP	Attn: Stephen V. Falanga, Esq.	One Riverfront Plaza	1037 Raymond Blvd., Ste. 600	Newark	NJ	07012		973-757-1100	973-757-1090	sfalanga@walsh.law
Counsel to Wolverine World Wide, Inc. and its affiliates, Chervon (HK), Ltd.	Warner Norcross + Judd LLP	Attn: Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, NW	Grand Rapids	MI	49503		616-752-2185	616-222-2185	gtoering@wnj.com
Counsel to Levcom Wall Plaza Associates and West Orange Plaza	Wasserman, Jurista & Stolz, P.C.	Attn: Donald W. Clarke	110 Allen Rd.	Ste. 304	Basking Ridge	NJ	07920		973-467-2700	973-467-8126	Dclarke@wjslaw.com
Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A. Fall, Sunny Singhlared R. Friedmann, Jessie B. Mishkin, Esq.	767 Fifth Avenue		New York	NY	10153		212-310-8000	212-310-8007	ray.schrock@weil.com garrett.fall@weil.com jacqueline.marcus@weil.com sunny.singh@weil.com jerleigh.miller@weil.com jessica.lou@weil.com paloma.vanroll@weil.com jared.friedmann@weil.com jessie.mishkin@weil.com
Counsel to Lake Success Shopping Center LLC and CE Vernon II, LLC	Weiss Zarett Brofman Sonnenklar & Levy, P.C.	Attn: Michael D. Brofman, Esq.	3333 New Hyde Park Road	Suite 211	New Hyde Park	NY	11042		516-627-7000		mbrofman@weisszarett.com
Counsel to Toyota Industries Commercial Finance, Inc.	Weltman, Weinberg & Reis Co., L.P.A.	Attn: Scott D. Fink	Lakeside Place, Suite 200	323 W. Lakeside Avenue	Cleveland	OH	44113-1099		216-739-5644		sfink@weltman.com
Counsel to Amerco Real Estate Company	White and Williams LLP	Attn: James C. Vandermark	7 Times Square	Suite 2900	New York	NY	10036-6524		212-244-9500		vandermarkj@whiteandwilliams.com
Counsel to the J.M. Smucker Company and Ainsworth Pet Nutrition LLC	Whiteford, Taylor & Preston LLC	Attn: Stephen B. Gerald	The Renaissance Centre	405 North King Street, Suite 500	Wilmington	DE	19801-3700		410-347-8758		sgerald@wtplaw.com
Counsel to 156 Tom Hill LLC	Wiles & Wiles, LLP	Attn: Victor W. Newmark, Esq.	800 Kennesaw Avenue	Suite 400	Marietta	GA	30060-7946		770-436-4619	770-426-4846	bankruptcy@evict.net
Counsel to Capref Burbank, LLC	Williams Legal Advisory Group, LLC	Attn: Amy M. Williams	169 Ramapo Valley Road	Suite 106	Oakland	NJ	07436		888-475-5522		awilliams@williamsadvisors.com
Counsel to Drayton Plains (MI), LLC	Willkie Farr & Gallagher LLP	Attn: Alan J. Lipkin, Gabriel Brunswick	787 Seventh Avenue		New York	NY	10019		212-728-8000	212-728-8111	alipkin@willkie.com gbrunswick@willkie.com
Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Wilmington Savings Fund Society, FSB	Attn: Patrick J. Healy	501 Carr Road	Suite 100	Wilmington	DE	19801		302-888-7420	302-421-9137	phealy@wfsbank.com
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Attn: Sears Holdings Corp. Administrator	Corporate Capital Markets	50 South Sixth Street, Suite 1290	Minneapolis	MN	55402				
Counsel to Wilmington Trust, National Association, as indenture trustee and collateral agent	Wilmington Trust, National Association	Attn: Steven Cimalore, Vice President	Rodney Square North	1100 North Market Street	Wilmington	DE	19890-0001			302-651-4149	scimalore@wilmingtontrust.com
Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The Marketpalce	Wilmonite Management Group LLC	Attn: Donald C. Cowan, Jr.	1265 Scottsville Road		Rochester	NY	14624		585-464-9400	585-464-8419	
Counsel to Putnam County and Tomra/RSI, LLC	Wilson, Elser, Moskowitz, Edelman & Dicker LLP	Attn: David L. Tillem	1133 Westchester Avenue		White Plains	NY	10604		914-872-7104	914-323-7001	david.tillem@wilsonelser.com
Counsel to 4th Street South II, LLC	Witte Law Offices, PLLC	Attn: Norman C. Witte	119 E. Kalamazoo Street		Lansing	MI	48933-2111		517-485-0070	517-485-0187	ncwite@wittelew.com
Counsel to Wolf Family Series LP d/b/a Series III, Ontario Enterprises of the Wolf Family Series LP	Wolf, Rifkin, Shapiro, Schulman & Rabkin, LLP	Attn: Simon Aron	11400 West Olympic Boulevard	9th Floor	Los Angeles	CA	90064-1582		310-478-4100	310-479-1422	saron@wrslawyers.com
Counsel to Fruit of the Loom, Inc., Vanity Fair Brands, LP and Russell Brands, LLC	Wyatt, Tarrant & Combs, LLP	Attn: Mary L. Fullington	250 West Main Street	Suite 1600	Lexington	KY	40507-1746		859-233-2012	859-259-0649	mfullington@wyattfirm.com
Counsel to Movant Mario Aliano	Zimmerman Law Offices, P.C.	Attn: Thomas A. Zimmerman, Jr.	77 West Washington Street	Suite 1220	Chicago	IL	60602		312-440-0020	312-440-4180	tom@attorneyzim.com